



# Invitation Letter to Annual General Meeting of Shareholders



# AGM 2021

## Inoue Rubber (Thailand) Company Limited

Friday 29<sup>th</sup>, January 2021 at 2:00 p.m. at Vitya Memorial Hall 2nd Floor,  
Inoue Rubber (Thailand) Public Company Limited,  
157 Moo 5 Phaholyothin Rd., Lamsai, Wangnoi, Ayutthaya 13170



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**28 December 2020**

Subject: Invitation to the 2021 Annual General Meeting of Shareholders

To: Shareholders of Inoue Rubber (Thailand) Public Company Limited

The Board of Directors of Inoue Rubber (Thailand) Public Company Limited resolved to call the 2021 Annual General Meeting of Shareholders. Details are as follows:

Meeting date and time : Friday, 29 January 2021, 14.00 hours

Registration time : 12:00 hours

Venue : Vitya Memorial Hall, 2<sup>nd</sup> Floor,  
Inoue Rubber (Thailand) Public Company Limited,  
157 Moo 5 Phaholyothin Rd., Lamsai Sub-District, Wangnoi District,  
Ayutthaya Province 13170

*Enclosure* Annual Report for the year 2020 (QR code)

Shareholders will consider the agendas together with the Board of Directors' opinions as follows:

**Agenda 1 To consider and adopt the minutes of the 2020 Annual General Meeting of Shareholders, held on 29 January 2020**

**Propose and Rationale:** This is to ask for adoption, as the Company held the 2020 Annual General Meeting of Shareholders on 29 January 2020, and the minutes of the meeting had been recorded and submitted to the Stock Exchange of Thailand and Ministry of Commerce within the time required by law and also disclosed in the Company's website ([www.ircthailand.com](http://www.ircthailand.com)). A copy of the minutes is attached hereto as *Enclosure 1*.

**The Board's Opinion:** The Board agreed to propose the minutes of the 2020 Annual General Meeting of Shareholders, held on 29 January 2020 to the Shareholders' Meeting for adoption as it was accurately recorded.

**Voting:** Resolution of this Agenda shall be passed by a majority vote of shareholders who attend the meeting and cast their votes.

**Agenda 2 To acknowledge the Company's operation results for the fiscal year 2020**

**Propose and Rationale:** This is to ask for acknowledgement, in accordance with Clause 34 of the Company's Articles of Association. In this regard, the Board of Directors hereby reports the Company's performance for the year 2020 to the shareholders together with the explanation under the topic "Management Discussion and Analysis", as appeared in the Annual Report (QR code) which is attached together with this invitation letter and is already disclosed on the Company's website.

**The Board's Opinion:** The Board agreed to propose the Company's operation results in 2020 to the Shareholders' meeting for acknowledgement. The Company has summarized the operation results and significant changes that occurred in the fiscal year 2020 in the Company's Annual Report.

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**Voting:** There is no voting in this Agenda as it is for acknowledgement.

**Agenda 3 To consider and approve the financial statements for the year ended 30 September 2020**

**Propose and Rationale:** This is to ask for approval, as the Public Limited Company Act B.E. 2535, and Clause 37 of the Company's Articles of Association require that the Company shall prepare the Company's Separated and Consolidated Financial Statements at the end of fiscal year, which have been audited by an external auditor, and submit them to the Shareholders' meeting for approval.

**The Audit Committee's Opinion:** The Audit Committee had considered and reviewed the Company's financial statements for the year ended 30 September 2020, which have been audited and signed by Ms. Nopanuch Apichatsatien, a certified auditor (Registration Number 5266) of PricewaterhouseCoopers ABAS Ltd. Hence, the Audit Committee has recommended the Board to submit the Company's financial statements for the year ended 30 September 2020 to the Shareholders' meeting for approval.

**The Board's Opinion:** The Board agreed to propose the Company's financial statements for the year ended 30 September 2020, which have been reviewed and agreed with by the Audit Committee, to the Shareholders' meeting for approval.

**Comparison of Information from the Consolidated Financial Statements**

(unit: Million Baht)	Fiscal Year		%YoY
	2019	2020	
<b>Total Revenues</b>	5,481.27	4,433.89	-19.11%
<b>Cost of Sales and Services</b>	4,865.66	3,799.05	-21.92%
<b>Selling and Administration Expenses</b>	418.67	370.51	-11.50%
<b>EBIT</b>	196.93	264.32	34.22%
<b>Net Profit</b>	166.54	219.06	31.54%
<b>Basic Earnings per Share (baht: share)</b>	0.83	1.12	31.54%

**Voting:** Resolution of this Agenda shall be passed by a majority vote of shareholders who attend the meeting and cast their votes.

**Agenda 4 To consider and approve the dividend payment for the year 2020**

**Propose and Rationale:** This is to ask for approval, as the Company has net profit for the fiscal year 2020 in the amount of Baht 219,062,850 therefore the Shareholders can consider the dividend payment in accordance with Public Limited Companies Act B.E. 2535 and Clause 39 of the Company's Articles of Association. In addition, the Company has appropriated the legal reserve until it meets Baht 20,000,000 or equivalent to 10 percent of the registered capital according to Section 116 of Public Limited Companies Act B.E. 2535 and Clause 40 of the Company's Articles of Association.

**Dividend Payment Policy:** The Company has a policy to pay dividend to shareholders not more than 65 percent of consolidated net profits after deducting the corporate income tax and legal reserve.

The yearly payout shall be considered by many factors which should not materially affect the Company's normal business operation in the future.

**Record Date for Dividend and Dividend Payment Date:** If the shareholders at AGM 2021 have approved the proposed dividend, the Board shall set out the name of shareholders who are entitled to the dividend payment on 9 February 2021 (Record Date). The Stock Exchange of Thailand shall put the XD sign, which represents the date that share purchaser will not be entitled to receive the dividend on 8 February 2021. The dividend payment will be made on 25 February 2021.

**Table of 3-Year Dividend Payment Comparison**

Dividend Payment	Fiscal Year Oct 1 <sup>st</sup> – Sep 30 <sup>th</sup>		
	2018	2019	2020 (proposed)
Net profit (Million Baht)	358.62	166.54	219.06
Number of Share (Million Shares)	200	200	192.21
<b>Dividend Payment (Baht: Share)</b>			
- From BOI business	0.1217	0.0590	0.0739
- From Non-BOI business	0.7748	0.3574	0.496
<b>Total (Baht: Share)</b>	<b>0.8965</b>	<b>0.4164</b>	<b>0.5699</b>
Total Dividend Amount (Million Baht)	179.31	83.27	109.54
Dividend Payout Ratio (%)	50	50	50

**The Board's Opinion:** The Board had thoroughly considered the Company's performance, the business plan and other factors that might occur in the future, then agreed to propose the Shareholder's meeting to approve the cash dividend payment for the year 2020, in accordance with the Company's dividend payment policy, at the rate of 0.5699 baht per share, equivalent to the total of 109,539,168.23 baht. This dividend of 0.0739 baht per share is from BOI business, and 0.496 baht per share is from non-BOI business.

**Voting:** Resolution of this Agenda shall be passed by a majority vote of shareholders who attend the meeting and cast their votes.

**Agenda 5 To consider and approve the appointment of directors in place of directors who are due to retire by rotation**

**Propose and Rationale:** This is to ask for approval, as Clause 15 of the Company's Articles of Association and Section 71 of Public Limited Companies Act B.E. 2535 require that one-third of the directors must retire from office at Annual General Meeting of Shareholders. The four directors who must be retired by rotation this year namely:

- 1) Mrs. Pimjai            Leeissaranukul    Director
- 2) Mrs. Porn tip        Sethiwan            Director
- 3) Mr. Soichi            Inoue                 Director

4) Mr. Masayuki Inoue Director

**The Board's Opinion** (excluding votes from directors who are due to retirement by rotation): The Board agreed to propose the Shareholders' meeting to consider and re-elect all the 4 directors who are due to retirement by rotation, namely 1) Mrs. Pimjai Leeissaranukul 2) Mrs. Pornpip Sethiwan 3) Mr. Soichi Inoue and 4) Mr. Masayuki Inoue. All above directors have passed the screening process of the Board of Directors that they are suitable for the business of the company. The Board had considered and reviewed qualifications of each person from his/her expertise, experience and related work that are beneficial to the Company. In addition, the person nominated as an independent director can provide independent opinion and in accordance with the relevant rules.

Information of each nominated director on age, percentage of shareholding, educational background, working experience, total number of years serving as director and attendance at the meetings of the Board of Directors and Sub-Committee are provided in Enclosure 2.

The Company opened an opportunity for Shareholders to propose director candidate since 12 October - 11 November 2020. However, no Shareholders proposed any director candidate.

**Voting:** Resolution of this Agenda shall be passed by a majority vote of shareholders who attend the meeting and cast their votes. The voting shall be done on individual basis.

**Agenda 6 To consider and approve the remunerations of the Board and Sub-Committees for the year 2021**

**Propose and Rationale:** This is to ask for approval, as Section 90 of Public Limited Companies Act B.E. 2535 requires that the directors' remuneration shall be approved by the Annual General Meeting of Shareholders. In this regard, the Company hereby proposes for approval for both remunerations of the Board and the Sub-Committees.

**The Board's Opinion:** The remunerations of the Company's directors have been thoroughly considered at the Board of Director's meeting, taking into account of the assigned responsibilities of each committee. The remunerations were aligned with the market and the same industry. Therefore, the Board agreed to propose the Shareholder's meeting to approve remunerations of the Board and Sub-Committee for the year 2021 in the forms retainers fee and meeting allowance as follows:

Supporting information on criteria and procedure for proposing remuneration;

- 1) Company Secretary studies information on directors' remuneration of the market and same industry (types and amount) and proposes information the Board of Directors for consideration.
  - 2) Types of remuneration agreed by the Board of Directors are retainer fees and meeting allowance. Directors do not receive other type of remuneration or benefit.
  - 3) The amount of remuneration agreed by the Board of Directors is in an appropriate level, comparable to the market and same industry. In addition, it is aligned with duty of each position. Nonetheless, the Board did not propose remuneration for the position of Executive Chairman and President, since the executive directors have received compensation as the executives.
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**Table of Directors' Remuneration**

Type of Remuneration	Amount (Baht)	
	FY 2020	FY 2021 (proposed)
<b>1. Retainer Fee (per year)</b>		
Chairman of Audit Committee	450,000	450,000
Chairman of Risk Management Committee	200,000	200,000
Chairman of Good Corporate Social and Responsibility Committee	200,000	200,000
Independent Director	500,000	500,000
Director	300,000	300,000
<b>2. Meeting allowance (per meeting)</b>	10,000	10,000
<b>3. Other type of remuneration</b>	-none-	-none-

**Voting:** Resolution of this Agenda shall be passed by the votes of not less than two-third of attending shareholders.

**Agenda 7 To consider and appoint the external auditors and approve the audit fee for the year 2021**

**Propose and Rationale:** This is to ask for approval, as Section 120 of Public Limited Companies Act B.E. 2535 and Clause 34 of the Company's Articles of Association require that the appointment of the Company's auditors and the audit fee must be approved by the Annual General Meeting of Shareholders annually.

**The Audit Committee's Opinion:** The Audit Committee has selected PricewaterhouseCoopers ABAS Ltd. (PwC) as the Company's and its subsidiaries' external auditor for the fiscal year 2021 which is the 12th year with the following reasons:

- 1) Qualification of the external auditors, which is in line with the regulations of SEC and no external auditor has signed the audited financial statements for more than 7 consecutive years
- 2) Independence and knowledge of the external auditors. None of them has conflict of interest with the Company, Executives, Major Shareholders and their related person
- 3) Understanding of the Company's business
- 4) Past performance and work quality

In addition, the Committee would like to propose the Board to consider 3 external auditors from PwC namely;

- 1) Ms. Nopanuch Apichatsatien CPA Number 5266 and/ or  
(Have signed on the financial statements of the Company and the subsidiaries for 6 years since 2015)
- 2) Ms. Sanicha Akarakittilap CPA Number 8470 and/ or  
(Never sign on the financial statements of the Company and the subsidiaries)
- 3) Ms. Nuntika Limviriyalers CPA Number 7358  
(Never sign on the financial statements of the Company and the subsidiaries)

Profiles and information of the auditors are provided in Enclosure 3

The appointment of any of above auditors to be the auditors and/or to express an opinion on the Company's and its subsidiaries' financial statement for the FY 2021 is proposed as well as the determination of the audit fee of the Company and its subsidiaries within the amount of 1,881,260 baht; increase 1.46% or 26,980 baht from the previous year, and the audit fee of BOI within the amount of 64,800 Baht per copy (the Audit Fee does not include other out of pocket expenses such as transportation expense, documents expense, etc.). Detail is as follows:

**Comparison Table of the Company and Its Subsidiaries' Audit Fee**

Type of Remuneration	FY 2019	FY 2020	FY 2021 (Propose)	Change FY 2021: FY 2020	
				Amount (Baht)	%
The Company's audit fee (Baht)	1,322,150	1,348,600	1,375,580	26,980	+2.00
Its subsidiaries' audit fee (Baht)	495,760	505,680	505,680	-	-
<b>Total</b>	<b>1,817,910</b>	<b>1,854,280</b>	<b>1,881,260</b>	<b>26,980</b>	<b>+1.46</b>
Audit fee for investment promotion certification (Baht/Certificate)	64,800	64,800	64,800	-	-

PwC and the proposed auditors are independent and have no conflict of interest with the Company, subsidiaries, the management, major shareholders or any related person.

**The Board's Opinion:** The Board agreed with the Audit Committee who had thoroughly considered the selection of external auditors and their audit fees for the fiscal year 2021; then agreed to propose the Shareholder's meeting to appoint the external auditors from PricewaterhouseCoopers ABAS Ltd (PwC) as the Company's and its subsidiaries' external auditors for the fiscal year 2021 by assigning one of them to review and give opinion on the Company's financial statements, namely, 1) Ms. Nopanuch Apichatsatien CPA No. 5266 and/or 2) Ms. Sanicha Akarakittilap CPA No. 8470 and/or 3) Ms. Nuntika Limviriyalers CPA Number 7358, as well as to approve the audit fees for the Company and its subsidiaries for the fiscal year 2020 at the amount of Baht 1,881,260.

**Voting:** Resolution of this Agenda shall be passed by a majority vote of shareholders who attend the meeting and cast their votes.

**Agenda 8 Other topics (if any)**

All Shareholders are cordially invited to attend the meeting at the date, time and venue above.

Sincerely Yours,



(Mrs. Pimjai Leeissaranukul)

Executive Chairman



-Translation-

**Minutes of the 2020 Annual General Meeting of Shareholders  
Inoue Rubber (Thailand) Public Company Limited**

**Date, Time and Venue of the Meeting**

The Meeting was held on Wednesday, 29 January 2020, 14.00 hours at Vitya Memorial Hall, 2<sup>nd</sup> Floor, Inoue Rubber (Thailand) Public Company Limited, 157 Moo 5 Phaholyothin Rd., Lamsai Sub-District, Wangnoi District, Ayutthaya Province 13170.

**Beginning the Meeting**

At the commencement of meeting, Mrs. Pimjai Leeissaranukul, the Executive Chairman, acted as the Chairman of the Meeting (“the Chairman”), declared the 2020 Annual General Meeting of Shareholders opened and assigned Ms. Kittunya Naruepracha to report on the meeting quorum and act as the Secretary to the Meeting (“the Secretary”).

The Secretary reported that Inoue Rubber (Thailand) Public Company Limited (the “Company”) set out the name of shareholders who are entitled to attend the 2020 Annual General Meeting of Shareholders on 7 December 2019, and it appeared that there were 1,576 shareholders, with the total of 200,000,000 shares. When the meeting commenced, there were 101 shareholders and proxies attended the meeting, holding an aggregated number of 147,106,378 shares which not less than one-third of the total issued shares of the Company. Therefore, a quorum was constituted in accordance with Article 31 of the Company’s Articles of Association. She then introduced the Directors and the Executives, who participated and prepared to answer the inquiry, and introduced relevant parties for the 2020 Annual General Meeting of Shareholders as follows;

**10 Directors attended the meeting namely;**

- |                          |                |  |
|--------------------------|----------------|--|
| 1. Mrs. Pimjai           | Leeissaranukul | Executive Chairman/ Chairman of the Board of Directors   |
| 2. Mr. Katsunori         | Ito            | President/ Vice President of Risk Management Committee   |
| 3. Mrs. Anchalee         | Chavanich      | Chairman of Audit Committee / Independent Director   |
| 4. Assoc. Prof. Jaruporn | Viyanant       | Chairman of Good Corporate Governance and Social Responsibility Committee / Member of Audit Committee / Independent Director |
| 5. Mr. Kittichai         | Raktakanit     | Member of Audit Committee / Independent Director   |
| 6. Mr. Surong            | Bulakul        | Chairman of Risk Management Committee / Independent Director   |
| 7. Mr. Masayuki          | Inoue          | Director   |
| 8. Mr. Apichart          | Leeissaranukul | Director   |

- |                  |                |          |
|------------------|----------------|----------|
| 9. Mr. Thanong   | Leeissaranukul | Director |
| 10. Mrs. Porntip | Sethiwan       | Director |

Remark: Equivalent to 83.33% of total number of 12 Directors

**9 Executives attended the meeting namely;**

- |                   |                |  |
|-------------------|----------------|--|
| 1. Mr. Takeshi    | Arakawa        | Managing Director  |
| 2. Ms. Witchuda   | Kupongsak      | Executive Director of Administrative and Control Unit        |
| 3. Mr. Shigeyuki  | Hosokawa       | Executive Director of Motorcycle Tire and Tube Business Unit |
| 4. Mr. Mitsuhiro  | Ito            | Executive Director of IED Business Unit                      |
| 5. Mr. Narongchai | Rattanaekkawin | Deputy Executive Director of IED Business Unit               |
| 6. Mr. Suchart    | Kootiratrakarn | Deputy Executive Director of Tire and Tube Business Unit     |
| 7. Mr. Hiroyuki   | Hibi           | Executive Director   |
| 8. Mr. Kazuaki    | Yamada         | Executive Director   |
| 9. Ms. Praewphan  | Songhong       | Accounting and Finance Division Manager                      |

(Remark: All Executives under the definition of the SEC participated the Meeting)

**External Auditors from PricewaterhouseCoopers ABAS Co., Ltd.**

Ms. Nopanuch Apichatsatien and Mr. Thira Wong-arun.

**Inspector who oversees the Meeting to be transparent and in accordance with the law and the Company's Articles of Association**

Mr. Passanan Suwannoi and Mr. Chanchai Jhongsathit from Tilleke & Gibbins International Ltd.

The Secretary then informed the important information to the Meeting, with following summary:  
The Company used barcode system in registration and vote counting, which is based on 1 share/1 vote. She also informed the Meeting of the method of vote casting, ballot collection, vote counting, announcement of voting result, basis of vote calculation and passing the resolution for each agenda, i.e., resolutions of agenda 1, 3, 4, 5, and 7 shall be passed by a majority vote of the shareholders attending the meeting and casting their votes, without including abstained votes or spoilt votes (if any) as basis of vote calculation, whereas resolution of agenda 6 shall be passed by the votes not less than two-third of the shareholders attending the meeting, including abstained votes or spoilt votes (if any) as basis of vote calculation. And resolution of agenda 8 shall be passed by the votes not less than three-fourth of the shareholders attending the meeting and casting their votes, without including abstained votes or spoilt

votes (if any) as basis of vote calculation. In addition, prior to vote casting on each agenda, the shareholders would have an opportunity to make an inquiry or opinion which related to such agenda. She asked the shareholders to return remaining ballots as the Company would keep them as evidence of vote casting. Furthermore, the Company provided an interpreter for the foreigners attending the Meeting.

The Secretary informed the Meeting that the Company had invited the shareholders to propose agenda items, candidates for director nomination and inquiry in advance during 1-31 October 2019. However, none of shareholders had done so. Therefore, the Meeting would be proceeded in accordance with the agendas as specified in the Invitation Letter to the Meeting which were published on the Company's website since 27 December 2019 and furnished to the shareholders since 3 January 2020.

Before conducting the Meeting agenda, the Chairman announced good news of the Company on 3 topics as follows:

First: The Company received the ABA AWARDS 2019 (ASEAN BUSINESS AWARDS 2019) organized by ASEAN-BAC cooperated with Ministry of Foreign Affairs, Ministry of Commerce, and a joint committee of private institutions.

Second: The Company has been selected to be one of Thailand Sustainability Investment (THSI) 2019 awarded by the Stock Exchange of Thailand. The Company is one of 98 listed companies with outstanding performance on Environmental, Social and Governance for 3 years consecutively.

Third: The Company received the ICQCC 2019-Gold Award organized by the Union of Japanese Scientists and Engineers (JUUSE) at Tokyo, Japan.

Then, the Chairman proceeded with the agendas in the same order as specified in the Invitation Letter to this Meeting as follows:

**Agenda 1 To consider and adopt the minutes of the 2019 Annual General Meeting of Shareholders, held on 29 January 2019**

The Chairman proposed the Meeting to consider and adopt the minutes of the 2019 Annual General Meeting, held on 29 January 2019, which were sent to the Stock Exchange of Thailand, published on Company's website and distributed to the shareholders together with the Invitation Letter to this Meeting.

The Chairman gave an opportunity to the shareholders to express opinions and make inquiries about the agenda item. However, no shareholder expressed any opinion or made any inquiry.

The Chairman assigned the Secretary to proceed with vote casting.

**Resolution: The Meeting resolved to adopt the minutes of the 2019 Annual General Meeting of Shareholders, with unanimous votes of the shareholders attending the meeting and casting their votes.**

Details of votes are following:

Voting	Number of Votes	%
Approved	147,106,378	100.00
Disapproved	0	0.00

There is no abstained vote or voided ballot.

## Agenda 2 To acknowledge the Company's operation results for the fiscal year 2019

The Chairman assigned Mr. Katsunori Ito, the President, to report the Company's operational results for the fiscal year 2019, which were included in the Company's Annual Report 2019 published on Company's website and distributed to the shareholders in a QR-code format attached with the Invitation Letter to this Meeting.

Mr. Katsunori Ito had prepared the report on the Company's operational results for the fiscal year 2019 presented in 4 topics as follows:

### 1) Overall Economy and Related Industrial Situations

#### 1.1 Overall economy situation

Considering the company's fiscal year, from October 2018 to September 2019, Thai economy has continuously slowed down following the global economy, and mainly from the export and tourism sectors that were affected by the appreciation of Thai baht compared to other major currencies and the trade war between the US and China. However, the average GDP of Thailand in the the fiscal year 2019 was at 2.8%, in line with the company's sales that declined by 2.38% from the previous fiscal year to 5,427 million baht.

During October 2018 to September 2019, most of our raw material prices decreased YoY following the decrease of crude oil price and the demand-supply of the market. However, the main raw material price that increase was Nylon.

- The average price of crude oil in FY19 was US Dollar 57.48 per barrel, decreased around 10.21% YoY.
- The average price of SBR in FY19 was US Dollar 1,553.46 per ton, decreased around 5.61% YoY.
- The average price of NR in FY19 was Baht 45.38 per kilogram, decreased around 1.47% YoY.
- The average price of chemicals such as Zinc Oxide was Baht 88.05 per kilogram, decreased around 16.2% YoY.
- The average price of the Carbon Black was Baht 38.41 per kilogram, decreased around 2.27% YoY.
- The average price of the Nylon was Baht 167.32 per kilogram, increased around 15.16% YoY.

## 1.2 Overall related industrial situations: Automotive industry (Data from the Federation of Thai Industries)

The amount of car production during October 2018 - September 2019 increased by only 0.99 percent to around 2.14 million units. The Exports dropped by 3.97% to 1.10 million units. The key export markets were Asia, Oceania and Australia. While the Domestic sales increased by 5.96% YoY to approximately 1.06 million units, mainly from the consumer demand to replace the cars from the first car campaign that was matured, as well as the marketing activities from various car brands.

The production of motorcycles during October 2018 - September 2019 decreased by 5.03% to around 1.96 million units. The Domestic sales declined 2.07% YoY to around 1.75 million units due to the decline in agricultural prices that caused the purchasing power of the main customers decreased. However, the Exports increased by around 10.60% to 0.41 million units, mainly from the exports to the major markets in Asia.

### 2) Operational Results

#### 2.1 Sales performance

For the FY2019, IRC had total sales of approximately 5,427 million baht, decreased 132.25 million baht or approximately 2.38% from the previous year. The sales were contributed by 2 business units as follows:

a. Motorcycle tires - tubes business: valued at 2,393 million baht or 44% of total sales, decreased by 5.12% from the previous year, mainly due to the decrease in domestic sales.

b. IED Business: valued 3,034 million baht, dropped approximately 0.10% from the previous year, mainly due to the decrease in domestic sales.

#### 2.2 Other Incomes

In the fiscal year 2019, the company had total revenue at 5,481 million baht, decreased 2.37% from the last year.

The other incomes came from the dividends from the investment in the subsidiaries, namely IRC (Asia) Research Co., Ltd., which is an important part for research and development of both motorcycle tire-tube and the industrial rubber parts business lines, for 7 million baht, and Kinno Hoshi Engineering Company Limited, which produces molds for the automotive parts industry, for 3 million baht.

#### 2.3 Expenses

The Company's Operational Cost & Expenses increased by 1.96% or Baht 102 million from the previous year, so the Company had total expenses at Baht 5,284 million.

The Company's net profit in 2019 was Baht 166.54 million, decreased 53.56 % from last year.

## 2.4 Financial status on 30 September 2019

The Company's total assets were around 4,849 million baht, decreased around 209 million baht or 4.13% from 30 September 2018, mainly due to the decrease in cash and Cash equivalents.

For the liabilities, the Company had total liabilities around 1,268 million baht, decreased around 194 million baht from 30 September 2018, mainly due to the decrease in trade and other payables, which is in accordance to the decline in sales. However, the Company remained the position without long-term debts.

The total shareholders' equity amounted to 3,581 million baht, decreased around 15 million baht from 30 September 2018. The book value per share (BVPS) of the Company was 17.91. The Debt to Equity ratio was at 0.35 times.

### 3) Awards and Successes

During 2019, the Company was evaluated and received the awards from many institutions and business partners, i.e.

3.1) The Company was evaluated its corporate governance and placed into the level of "Very Good" for 5 years consecutively from the Thai Institute of Directors.

3.2) The Company was selected to be one of 100 Listed Companies that has outstanding performance in environment, social and governance from 771 listed companies in the Stock Exchange of Thailand (SET) from Thaipat Institution.

3.3) The Company received Thailand Sustainability Investment (THSI) Award 2019 from the Stock Exchange of Thailand.

3.4) The Company received the awards to guarantee the quality of products, and the awards related to automotive production from many business partners, such as Nissan, GM, Isuzu, Roki and INOAC, etc.

In addition, the Company received many other awards as evidence of its care to staff, environment and safety.

### 4) Sustainability Report

The Company's performance covered the following aspects:

4.1) Supply Chain Management: The Company has improved its Supply Chain to increase its competitive advantage. This is to promote good understanding and new process that can lead to better sales growth and less production cost and logistics. In 2019, the Company has invited its suppliers to join the Thai Private Sector Collective Action Coalition Against Corruption (CAC) program to make the better change to Thailand.



In addition, the Company has also supported and promoted Thai farmers through Klongpang Cooperative Project, Trang province. The Klongpang Cooperative has well maintained the quality standard and has passed the recertification every 2 years following the criteria, as well as has been able to export the latex to other countries, has been independent from the middleman who undersell the rubber price. In 2019, the Company encouraged the Cooperative to implement the sustainable rubber forest development plan following the TIS. 10461, and to send the representative to join the seminar by Thailand Forest Certification Council, The Federation of Thai Industries.

4.2) Good Corporate Governance: The Company has recognized the importance of transparent business operations, thus has implemented the in-house training about the Anti-Corruption policy for new employees and review session for existing employees. The Company has also publicized the policy to the suppliers for acknowledgement as well as invites them to join the CAC program.

4.3) Competitiveness Development: The Company encourages the employees to create new products and innovation, as well as to control of production costs. The company has installed 28 Automation Systems which could increase productivity approximately of Baht 64 million.

4.4) Living Quality of Staff and Environment: The Company has promoted the development in education and sport, as well as has held the activities for health and Thai traditional conservation such as give food offering every religious day for the employee to enhance their physical and mental health, as well as their living quality.

4.5 Corporate Social Responsibility Activities: The Company has organized many activities that support the engagement with the surrounding community such as IRC SAFE RIDE, Dual Vocational Education Student Program, and HAI ARCHEEP – HAI CHEEVIT Project.

The detail for other activities and campaigns can be read in the Sustainability Report 2019 and the Company's website.

The Chairman gave an opportunity to the shareholders to express opinions and make inquiries about the agenda item. However, no shareholder expressed any opinion or made any inquiry. There is no voting in this Agenda as it is for acknowledgement.

**Resolution: The Meeting acknowledged the Company's operation results for the fiscal year 2019.**

**Agenda 3 To consider and approve the financial statements for the year 2019 ended 30 September 2019**

The Chairman proposed the Meeting to consider and approve the Company's and its subsidiaries' financial statements for the year 2019 ended 30 September 2019, which was audited by the certified public accountant, and was published on the Company's website and in the Annual Report 2019.

### Comparison of Information from the Consolidated Financial Statements

(unit: Million Baht)	Fiscal Year		%YoY
	2018	2019	
<b>Total Revenues</b>	5,614.13	5,481.27	-2.37%
<b>Cost of Sales and Services</b>	4,788.68	4,865.66	+1.61%
<b>Selling and Administration Expenses</b>	392.98	418.67	+6.54%
<b>EBIT</b>	432.47	196.93	-54.46%
<b>Net Profit</b>	358.62	166.54	-53.56%
<b>Basic Earnings per Share (baht: share)</b>	1.79	0.83	-53.56%

The Chairman gave an opportunity to the shareholders to express opinions and make inquiries about the agenda item. The Chairman and the Executives jointly answered the questions as summarized below;

**1. The shareholder asked about the Cash and Cash Equivalents whether the Company has plan to invest the fixed deposit around Baht 500 million in other channels for the better benefit.** It was responded that the Company has deposited the cash in the fixed account since it provides better return than the saving account. However, the cash in the fixed account is the short-term deposit since it is the Working Capital for the daily purchase, the salary payment, etc.

**2. According to the Trade and other receivables, the Company reserved the Overdue more than 12 months Balance around Baht 2.1 million. The shareholder asked whether how it happened and whether there is any chance to happen in the future.** It was responded that those Overdue Receivables was in the law process for tracking the default payments.

**3. The Company's Revenues decreased around 2% YoY while the Cost of sales and services increased thus resulted in negative Net profit around 53% YoY. Though the overall industries' performances were bad, but if considered the Company's net profit in Q1/2019, it was found that the net profit also decreased YoY. The shareholder asked for the reason of the decrease of net profit and whether the performance in Q1/2020 will be the same.** It was responded that the Company' Sales during the first half of FY2019 was good but there was a high labor cost. However, for the second half of FY2019, the Company was able to do the productivity up but the sales dropped. Moreover, the Company got the impact from the new Labor Protection Act that adjust the compensation rate for employees who have more than 20 years of work from the original 300 days to 400 days, as well as the new business and the new products were still in the initial stage that required high money investment thus could not generate good profit. Besides, the details of the performance in Q1/2020 could



not be explicitly disclosed since it did not pass the consideration from the Board and was not disclosed to the Stock Exchange of Thailand yet. However, from the survey through the customers in the automotive industry, it was found that the sales during October to December 2019 was stuck. Thus, the Company expected that the sales in Q1/2020 remained stable following the customers' forecast. Nevertheless, the Company has fully managed the performance with its best.

**4. If deducted the costs and expenses from the impact of the new Labor Protection Act that adjust the compensation rate for employees who have more than 20 years of work from the original 300 days to 400 days, it was found that the net profit was still lower than the last fiscal year. The shareholder asked for the reason.** It was responded that it came from the disadvantage in economy of scale, where the fixed cost was stable while the sales dropped.

**5. The rubber price decreased but the cost was still high and the net profit dropped. The shareholder asked for the reason.** It was responded that the falling of rubber price did decreased the raw material cost but there was a labor cost from the new Labor Protection Act that was mentioned above. However, the main customer of motorcycle tire and tube products was the farmer group, which has lower revenue following the falling of rubber price and bring about the lower purchasing power. Thus, the sales amount of motorcycle tire and tube products declined as well.

When, no other shareholder expressed any opinion or made any inquiry. The Chairman assigned the Secretary to proceed with vote casting.

**Resolution: The Meeting resolved to approve the financial statements for the year 2019 ended 30 September 2019, as per the proposed details, with unanimous votes of the shareholders attending the meeting and casting their votes.**

Details of votes are following:

Voting	Number of Votes	%
Approved	147,106,378	100.00
Disapproved	0	0.00

There is no abstained vote or voided ballot.

#### **Agenda 4 To consider and approve the dividend payment for the year 2019**

The Chairman assigned the Secretary to report on the Company's Dividend Policy.

The Secretary informed the Meeting that the Company has a policy to pay dividend to shareholders not more than 65 percent of consolidated net profits after deducting the corporate income tax and legal reserve. The yearly payout shall be considered by many factors which should not materially affect the Company's normal business operation in the future.

According to the Company's performance in the fiscal year 2019, the Company had net profits amounted to Baht 166,542,465. The Board had thoroughly considered all factors, then proposed the Meeting to approve the cash dividend payment for the year 2019, in accordance with the Company's dividend payment policy, at the rate of Baht 0.4164 per share. This dividend of Baht 0.0590 per share is from BOI business, and Baht 0.3574 per share is from non-BOI business. If the Meeting approved, the Board will set the record date to determine the names of shareholders who have the rights to receive the dividend on 7 February 2020 and the dividend payment date on 28 February 2020.

An individual shareholder is entitled to a tax credit equaling the product of dividend times 20/80, provided that the tax credit shall be in accordance with Section 47 bis of the Revenue Code.

The Chairman gave an opportunity to the shareholders to express opinions and make inquiries about the agenda item. However, no shareholder expressed any opinion or made any inquiry. The Chairman assigned the Secretary to proceed with vote casting.

**Resolution: The meeting resolved to approve the dividend payment for the year 2019, as per the proposed details, with unanimous votes of the shareholders attending the meeting and casting their votes.**

Details of votes are following:

Voting	Number of Votes	%
Approved	147,106,378	100.00
Disapproved	0	0.00

There is no abstained vote or voided ballot.

**Agenda 5 To consider and approve the appointment of directors in replacement of those who are due to retire by rotation**

The Chairman assigned the Secretary to report the Meeting that Section 71 of Public Limited Companies Act B.E. 2535 and the Company's Articles of Association Clause 15 required that one-third of the directors must retire from office at Annual General Meeting of Shareholders. The 4 directors who must be retired by rotation this year are as following:

- 1) Mr. Kittichai Raktakanit Independent Director
- 2) Mr. Surong Bulakul Independent Director
- 3) Mr. Thanong Leeissaranukul Director
- 4) Mr. Katsunori Ito Director

The Board proposed the Meeting to consider and re-elect all the 4 directors for another term.

To comply with Good Corporate Governance Principles, all nominated directors shall leave the meeting room until the vote casting was completed.

The Chairman offer the shareholders to express their questions comments about this agenda. When no one raise any question or objection, the Chairman assigned the Secretary to proceed with the vote casting.

For this agenda, the vote casting was conducted on an individual basis and ballots were collected for all types of votes after the vote casting was completed. While the Meeting awaited the vote results, the officer invited the 4 nominated directors back to resume the Meeting.

**Resolution: The meeting resolved to approve the appointment of the directors in replacement of those who are due to retire by rotation, namely Mr. Kittichai Raktakanit, Mr. Surong Bulakul, Mr. Thanong Leeissaranukul and Mr. Katsunori Ito for another term, with a majority vote of the shareholders attending the meeting and casting their votes.**

Details of votes for each Directors are as follows:

**Mr. Kittichai Raktakanit**

Voting	Number of Votes	%
Approved	147,106,378	100.00
Disapproved	0	0.00

There is no abstained vote or voided ballot.

**Mr. Surong Bulakul**

Voting	Number of Votes	%
Approved	147,106,378	100.00
Disapproved	0	0.00

There is no abstained vote or voided ballot.

**Mr. Thanong Leeissaranukul**

Voting	Number of Votes	%
Approved	147,035,878	99.95
Disapproved	70,500	0.05

There is no abstained vote or voided ballot.

**Mr. Katsunori Ito**

Voting	Number of Votes	%
Approved	147,106,378	100.00
Disapproved	0	0.00

There is no abstained vote or voided ballot.

**Agenda 6 To consider and approve remunerations of the Board and Sub-Committees for the year 2020**

The Chairman informed the Meeting that the remuneration of the Company's directors has been deliberately considered within the Board of Director's meeting regarding to the assigned responsibilities of each director, aligned with the market and the industry.

Therefore, the Board has agreed to propose the Shareholder's meeting to approve the remuneration budget for the 2020 Board of Directors and its sub-committees under the remuneration policy and details as follows:

**Table of Directors' Remuneration**

Type of Remuneration	Amount (Baht)	
	FY 2019	FY 2020 (proposed)
<b>1. Retainer Fee (per year)</b>		
Chairman of Audit Committee	450,000	450,000
Chairman of Risk Management Committee	200,000	200,000
Chairman of Good Corporate Governance and Social Responsibility Committee	200,000	200,000
Director	500,000	500,000
Independent Director	300,000	300,000
<b>2. Meeting allowance (per meeting)</b>	<b>10,000</b>	<b>10,000</b>
<b>3. Other type of remuneration</b>	<b>-none-</b>	<b>-none-</b>

The Chairman gave an opportunity to the shareholders to express opinions and make inquiries about the agenda item. However, no shareholder expressed any opinion or made any inquiry. The Chairman assigned the Secretary to proceed with vote casting.

**Resolution: The Meeting resolved to approve remunerations of the Board and Sub-Committees for the year 2020, as per the proposed details, with unanimous votes of the shareholders attending the meeting.**

Details of votes are following:

Voting	Number of Votes	%
Approved	147,106,378	100.00
Disapproved	0	0.00
Abstained	0	0.00

There is no voided ballot.

**Agenda 7 To consider and appoint the external auditors and approve the audit fee for the year 2020**

The Chairman assigned the Secretary to report the Meeting that Section 120 of Public Limited Companies Act B.E. 2535 and the Company's Articles of Association Clause 34 required that the appointment of the Company's auditors and the audit fee must be approved by the Annual General Meeting of Shareholders annually. The Board of Directors and the Audit Committee therefore proposed the Meeting to appoint the certified public accountants from PricewaterhouseCoopers ABAS Ltd (PwC) as the Company's and its subsidiaries' external auditors for the fiscal year 2020 which is the 11th year with the following reasons:

- 1) Qualification of the external auditors, which is in line with the regulations of SEC and no external auditor has signed the audited financial statements for more than 7 consecutive years
- 2) Independence and knowledge of the external auditors. None of them has conflict of interest with the Company, Executives, Major Shareholders and their related person
- 3) understanding of the Company's business
- 4) past performance and work quality

By proposing any of the following auditors to express an opinion on the Company and its subsidiaries' financial statements for the fiscal year 2020:

- 1) Ms. Nopanuch Apichatsatien CPA Number 5266 and/ or  
 (Have signed on the financial statements of the Company and the subsidiaries for 5 years since 2015)
- 2) Ms. Sanicha Akarakittilap CPA Number 8470 and/ or  
 (Never sign on the financial statements of the Company and the subsidiaries)

3) Ms. Nuntika Limviriyalers CPA Number 7358

(Never sign on the financial statements of the Company and the subsidiaries)

PwC and the proposed auditors were independent and had no conflict of interest with the Company, subsidiaries, the management, major shareholders or any related person.

In addition, the Board of Directors and the Audit Committee proposed the Meeting to fix the audit fee for the fiscal year 2020 for the Company and its subsidiaries in the amount of Baht 1,854,280, of which Baht 1,348,600 was for the Company, increased 2% from 2019, and Baht 505,680 was for its subsidiaries, increased 2% from 2019 as well. The audit fee for BOI business was proposed in the amount of Baht 64,800 baht per BOI certificate, which was the same as the previous year. (The proposed audit fees did not include traveling and document shredding expenses). Details of the audit fees are shown in the following table.

**Audit Fees**

Type of Remuneration	FY 2018	FY 2019	FY 2020 (Propose)	Change FY 2020: FY 2019	
				Amount (Baht)	%
The Company's audit fee (Baht)	1,283,608	1,322,150	1,348,600	26,450	+2.00
Its subsidiaries' audit fee (Baht)	481,364	495,760	505,680	9,920	+2.00
<b>Total</b>	<b>1,764,972</b>	<b>1,817,910</b>	<b>1,854,280</b>	<b>36,370</b>	<b>+2.00</b>
Audit fee for BOI business (Baht/Certificate)	64,800	64,800	64,800	-	-

The Chairman gave the Meeting an opportunity to express opinions and make inquiries about the agenda item. As there is no question, the Chairman assigned the Secretary to proceed with vote casting.

**Resolution: The Meeting resolved to appoint the external auditors and fix their audit fee for the year 2020, as per the proposed details, with unanimous votes of the shareholders attending the meeting and casting their votes.**

Details of votes are following:

Voting	Number of Votes	%
Approved	147,106,378	100.00
Disapproved	0	0.00

There is no abstained vote or voided ballot.



**Agenda 8 To approve the amendment of the objectives of the Company and amendment of the Memorandum of Association Article 3 (Objective)**

The Chairman assigned the Secretary to report the Meeting that to comply with the current business operation, the Board of Directors then proposed to the Annual General Meeting of Shareholders to consider and approve the amendment of the objectives of the Company and amendment of the Memorandum of Association Article 3 (Objective) as follows;

Objective	Content
30	"To manufacture, assemble, adapt or repair machine for industrial; to engage in business of employment; and include components or equipment of the mentioned machine."

In respect of the amendment of the Company's objectives, the Company is required to also amend Clause 3 of the Company's Memorandum of Association regarding Company's objectives to be aligned with the abovementioned amendment to the Company's objectives, which shall be as follow;

**From:** "Clause 3. The objectives of the Company consist of 29 Articles, the details which appear in the BorMorJor. 002 Form as attached."

**To be:** "Clause 3. The objectives of the Company consist of 30 Articles, the details which appear in the BorMorJor. 002 Form as attached"

In this regard, it is appropriate to authorize the person(s) assigned by the Board of Directors to register the amendment of the objectives of the Company and the Company's Memorandum of Association Article 3 (Objective), with the Department of Business Development, Ministry of Commerce, and make any revision in accordance with the registrar's order, as well as undertake any other necessary or relevant undertakings to complete such registration.

The Chairman gave an opportunity to the shareholders to express opinions and make inquiries about the agenda item. However, no shareholder expressed any opinion or made any inquiry. The Chairman assigned the Secretary to proceed with vote casting.

**Resolution:** **The Meeting resolved to approve the amendment of the objectives of the Company and amendment of the Memorandum of Association Article 3 (Objective), as per the proposed details, with unanimous votes of the shareholders attending the meeting and casting their votes.**

Details of votes are following:

Voting	Number of Votes	%
Approved	147,106,378	100.00
Disapproved	0	0.00

There is no abstained vote or voided ballot.

#### **Agenda 9 Other topics (if any)**

No shareholders proposed additional agenda to the Meeting.

After the meeting agendas were completely proceeded, before closing the Meeting, the Chairman gave an opportunity to the Shareholders to express opinions and make inquiries about further questions. Then the Board of Directors and the Executives jointly responded to the inquiries from the shareholders with the following summary;

**1. The shareholder asked about the type and the progress of the new business that the Company has started to invest.** It was responded that the investment in the new business has been started from the use of potentiality of research and development from IRC (ASIA) Research Limited or "IAR", which has been the subsidiaries of the Company for more than 18 years. Moreover, the Company has got support from the Board of Investment of Thailand (BOI), INOAC Company Limited and Inoue Rubber Company Limited (Japan). This lead IAR to be able to do the research and development for the rubber formula and the products for motorcycle tire & tube and Industrial Elastomer parts (IED) businesses. The Company notices that Thailand has a lot of rubber and prefers to add its value. On the other hand, there are many policies from the Ministry of Transport that support the road furniture from the natural rubber material such as the Flexible Delineator Post and the Glare Screen. IAR researches about these products and currently are in the process of studying the market possibility and innovation registration. Meanwhile, the Company's new business in 2019 was rubber yards. The Company completed the projects for the nursery center, the futsal yard and many multipurpose yards in Thailand. These projects generated sales for the Company around Baht 30 million. However, these projects were in the initial stage thus generated not much profit. But if the Government budget distribution and spending go well, the Company will be able to see the opportunity to generate more profit henceforward.

As no one put forward any more comment or inquiry, the Chairman thanked all shareholders for participating and declared the Meeting closed.

The meeting closed at 15.30 hours.

(Mrs. Pimjai Leeissaranukul)  
 Executive Chairman



**Basic Information of Nominated Directors**

**Inoue Rubber (Thailand) Public Company Limited**

<b>Name - Surname</b>	<b>Mrs.Pimjai Leeissaranukul</b>		
<b>Age</b>	59 years		
<b>Proposed Position</b>	Executive Director		
<b>Date of Appointment</b>	December 30, 1993		
<b>Term of Directorship</b>	27 years		
<b>Shareholding</b>	2.78% (as of September 30, 2020)		
<b>Relation with Directors</b>	Siblings; Mr. Thanong Leeissaranukul, Mr. Apichart Leeissaranukul, and Mrs. Pornpip Sethiwan		
<b>Educational Qualification</b>	Master's Degree in Business Administration, Drexel University, Philadelphia, USA.		
<b>Training courses from Thai Institute of Directors Association (IOD)</b>	Director Certification Program (DCP) Class 37/2003 Role of the Chairman Program (RCP) Class 31/2013 Risk Management Committee Program (RMP) Class 1/2013		
<b>Training courses from Capital Market Academy (CMA) Training</b>	Capital Market Academy (CMA) : Capital Market Academy Leadership Program Class 10		
<b>Training courses from the Federation of Thai Industries</b>	Certificate in Business Revolution and Innovation Network : BRAIN 1		
<b>Training courses from Thailand Energy Academy</b>	Thailand Energy Academy Class 11 (TEA 11)		
<b>Training courses from National Defense College of Thailand</b>	National Defense College (NDC): NDC Course (JSPS), Class 26/2013		
<b>Past Work Experiences</b>	2013 – Present	Director and Executive Chairman of Inoue Rubber (Thailand) PCL. Honorary Chairman of Inoac Tokai (Thailand) Company Ltd.	
	2020 – Present	Chairman of Industrial Standard Committee (ISC) of Federation of Thai Industries	
	2019 – Present	Government - appointed independent director of Mass Rapid Transit Authority of Thailand (MRTA)	
	2018 – Present	Vice President of the Federation of Thai Industries	
	2017 – Present	The Board Member of ASEAN Woman Entrepreneur Network (AWEN)	
	2016 - Present	Member of the Board of Association of Capital Market Academy (ACMA)	
	2014 – Present	Consultants of the Board of Thai Women Engineers, The Engineering Institute of Thailand	
	2010 – Present	Global Advisory Board Members of Babson College, MA, USA	
	2008 - Present	Member of the Young Thai Entrepreneurs Association	

**Basic Information of Nominated Directors**

**Inoue Rubber (Thailand) Public Company Limited**

(YTEA)

2006 – Present	Director of Daido Sittipol Co., Ltd.
2003 – Present	Director of Wangchula Co., Ltd
2001 – Present	Director of Kinno Hoshi Engineering Co., Ltd.
1995 – Present	President of Thai Inoac Components Co., Ltd. Director of IRC (Asia) Research Co., Ltd. Director of Sungold Holding Co., Ltd.
1993 – Present	Director of Sopa-Kanok Internatioal Co., Ltd.
1983 – Present	Director of Thai Stanley Electric PCL.
2018 – 2020	Chairman of Industrial Excellence Center (IEC), the Federation of Thai Industries
2016 – 2018	Vice President of Thailand Forest Certification Council (TFCC), The Federation of Thai Industries Director and Deputy Secretary of The Federation of Thai Industries
2015 – 2018	Member of the Board and Deputy Secretary General, Public Relations, The Federation of Thai Industries
2013 – 2018	Director of Student Council, Thailand National Defense College (NDC) – The Joint Stage Private Sector Regular Course, 26
2010 – 2014	Executive Board as External Advisory Expert of Faculty of Engineering, Chulalongkorn University

**Director/ Management Position in other** Listed companies

**business**

1. Director of Thai Stanley Electric PCL.

Non-listed companies

1. Honorary Chairman of Inoac Tokai (Thailand) Company Ltd.
2. Director of Daido Sittipol Co., Ltd.
3. Director of Wangchula Co., Ltd.
4. Director of Kinno Hoshi Engineering Co., Ltd.
5. President of Thai Inoac Components Co., Ltd.
6. Director of IRC (Asia) Research Co., Ltd.
7. Director of Sungold Holding Co., Ltd.
8. Director of Sopa-Kanok Internatioal Co., Ltd.

Other business

1. Chairman of Industrial Standard Committee (ISC) of Federation of Thai Industries
2. Government - appointed independent director of Mass Rapid Transit Authority of Thailand (MRTA)
3. Vice President of the Federation of Thai Industries
4. The Board Member of ASEAN Woman Entrepreneur Network (AWEN)
5. Member of the Board, Association of Capital Market Academy (ACMA)

<b>Basic Information of Nominated Directors</b>
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<b>Inoue Rubber (Thailand) Public Company Limited</b>
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6. Consultants of the Board of Thai Women Engineers, The Engineering Institute of Thailand
7. Global Advisory Board Members of Babson College, MA, USA
8. Member of the Young Thai Entrepreneurs Association (YTEA)

Other business that may cause conflict of interest

-None-

**Meeting Attendance for 2020**

- |  |           |
|--|-----------|
| - The Annual General Meeting of Shareholders | 1/1 times |
| - The Board of Director's Meeting            | 6/6 times |
| - The Executive Committee's Meeting          | 6/6 times |

**Illegal record in the past 10 years**

-None-


**Basic Information of Nominated Directors**

**Inoue Rubber (Thailand) Public Company Limited**

<b>Name/Surname</b>	<b>Mrs. Porntip Sethiwan</b>		
<b>Age</b>	53 years		
<b>Proposed Position</b>	Director		
<b>Appointment Year</b>	December 30, 1993		
<b>Year of being Director</b>	27 years		
<b>% Shareholding</b>	2.54 % (as of 30 September 2020)		
<b>Relationship among Directors</b>	Siblings; Mrs. Pimjai Leeissaranukul, Mr. Thanong Leeissaranukul, and Mr. Apichart Leeissaranukul		
<b>Education</b>	Bachelor's degree in Business Administration, Chulalongkorn University		
<b>Director Training</b>	Director Accreditation Program (DAP) Class 5/2003 Role of the Compensation Committee (RCC) Class 17/2013		
<b>Past Working Experience</b>	2014 – Present      Managing Director of Pacific Auto Parts(Thailand) Co., Ltd. 2006 – Present      Director of IRC (Asia) Research Co., Ltd. 2003 – Present      Director of Wangchula Co., Ltd. 1996 – Present      Vice-President of Bike Clinic Co., Ltd. Director of Daido Sittipol Co., Ltd. 1993 – Present      Director of Sopa-Kanok International Co.,Ltd. 1991 – Present      Director of Inoue Rubber (Thailand) PLC 1990 – Present      Executive Director of the Sittipol 1919 Co., Ltd. Managing Director of Pacific Industry (Thailand) 1986 – Present      Director of Seng Guan Hong Co., Ltd. 1980 – Present      Director of Thai Stanley Electric PLC		
<b>Director/Management Position in other business</b>	<u>Listed companies</u> 1. Director of Thai Stanley Electric PCL <u>Non-listed companies</u> 1. Managing Director of Pacific Auto Parts (Thailand) Co., Ltd. 2. Director of IRC (Asia) Research Co., Ltd 3. Director of Wangchula Co., Ltd. 4. Vice-President of Bike Clinic Co., Ltd. 5. Director of Daido Sittipol Co., Ltd. 6. Director of Sopa-Kanok International Co.,Ltd. 7. Executive Director of the Sittipol 1919 Co., Ltd. 8. Managing Director of Pacific Industry (Thailand) Co., Ltd. 9. Director of Seng Guan Hong Co., Ltd. <u>Other business that may cause conflict of interest</u> -None-		
<b>Meeting Attendance for 2020</b>	- Annual General Meeting of Shareholders	1/1 time	
	- The Board of Director's Meeting	6/6 times	
	- Meeting with Non-Executive Directors	2/2 times	
<b>Illegal record in the past 10 years</b>	- None -		

**Basic Information of Nominated Directors**

**Inoue Rubber (Thailand) Public Company Limited**

<b>Name/Surname</b>	<b>Mr. Soichi Inoue</b>		
<b>Age</b>	91 years		
<b>Proposed Position</b>	Director		
<b>Appointment Year</b>	December 30, 1993		
<b>Year of being Director</b>	27 years		
<b>% Shareholding Proportion</b>	- None - (as of 30 September 2020)		
<b>Relationship among Directors</b>	Mr. Masayuki Inoue's father		
<b>Education</b>	Bachelor's degree in Economics, Kobe University, Japan		
<b>Past Working Experience</b>	2010 - Present	Director of Inoue Rubber (Thailand) PLC.	
	2000 - Present	Chairman & CEO of Inoac Corporation Co., Ltd.	
	1975 - Present	President of Inoac Technical Center Co., Ltd.	
	1973 - Present	President of Inoac International Co., Ltd.	
	1968 - Present	President of Inoue Rubber Co., Ltd., Japan	
<b>Director/Management Position in other business</b>	<u>Listed companies</u>		
	-None-		
	<u>Non-listed companies</u>		
	1.	Chairman & CEO of Inoac Corporation Co., Ltd.	
	2.	President of Inoac Technical Center Co., Ltd.	
	3.	President of Inoac International Co., Ltd.	
	4.	President of Inoue Rubber Co., Ltd., Japan	
	<u>Other business that may cause conflict of interest</u>		
	-None-		
<b>Meeting Attendance for 2020</b>	- Annual General Meeting of Shareholders	-	
	- The Board of Director's Meeting	-	
	- Meeting with Non-Executive Directors	-	
<b>Illegal record in the past 10 years</b>	- None -		

**Basic Information of Nominated Directors**

**Inoue Rubber (Thailand) Public Company Limited**

<b>Name/Surname</b>	<b>Mr. Masayuki Inoue</b>		
<b>Age</b>	54 years		
<b>Proposed Position</b>	Director		
<b>Appointment Year</b>	December 30, 1993		
<b>Year of being Director</b>	27 Years		
<b>% Shareholding</b>	- None- (as of 30 September 2020)		
<b>Relationship among Directors</b>	Mr. Soichi Inoue's son		
<b>Education</b>	Master's degree in International Management, Aoyama Gakuin Graduate School, Japan		
<b>Director Training</b>	Director Certification Program (DCP) Class 65/2007		
<b>Past Working Experience</b>	2015 - Present	CEO of Inoue Rubber Co., Ltd., Japan Senior Managing Director of Inoac Corporation Co., Ltd.	
	1995 - Present	Director of Sungold Holding Co., Ltd.	
	1991 - Present	Director of Inoue Rubber (Thailand) PLC.	
	2007 - 2015	Managing Executive Officer of Inoac Corporation Co., Ltd.	
	2004 - 2015	Executive Vice President of Inoue Rubber Co., Ltd., Japan	
<b>Director/Management Position in other business</b>	<u>Listed companies</u> -None- <u>Non-listed companies</u> <ol style="list-style-type: none"> <li>1. CEO of Inoue Rubber Co., Ltd., Japan</li> <li>2. Senior Managing Director of Inoac Corporation Co., Ltd.</li> <li>3. Director of Sungold Holding Co., Ltd.</li> </ol> <u>Other business that may cause conflict of interest</u> -None-		
<b>Meeting Attendance for 2020</b>	- Annual General Meeting of Shareholders	1/1	
	- The Board of Director's Meeting	1/6	
	- Meeting with Non-Executive Directors	-	
<b>Illegal record in the past 10 years</b>	- None -		

**Basic Information of Proposed Auditors**

**Inoue Rubber (Thailand) Public Company Limited**

**1. Ms. Nopanuch Apichatsatien (C.P.A. (Thailand) No. 5266)**

**Auditor Term: 6 years (Since 2015)**

Key working experiences

- 1) Provided audit service and financial report especially International Financial Reporting Standards and Thai Financial Reporting Standards for public company limited and small-to-medium business.
- 2) 2 year-experience working with PwC in Sydney and Australia.
- 3) Responsible for a number of international assignments in various business sectors primarily focusing on Automotive, Logistics, Real Estate, Trading, Technologies and Communications, Consumer and Industrial, Trading and Services and Hospitality Businesses.
- 4) Extensive experience in providing advisory services to clients in the implementation of International Financial Reporting Standards and Thai Financial Reporting Standards.
- 5) Involved in significant projects assisting in their preparation for listing on the stock markets such as Sonic Interfreight PCL., Villa Kunalai PCL, Kerry Express (Thailand) PCL, Thai AirAsia Group, Shin Corporation PCL., the Mass Communication Organization of Thailand and Petroleum Authority of Thailand.
- 6) Key clients include PTT Green Energy Pte Ltd., Chaopraya Mahanakorn Public Company Limited, Inoue Rubber (Thailand) PCL, Villa Kunalai PCL, Pinthong Industrial Park PCL, Kerry Express (Thailand) PCL, Line Company (Thailand) Limited, TOA Paint (Thailand) PCL, Linde (Thailand) PCL and Sonic Interfreight PCL.

**2. Ms. Sanicha Akarakittilap (C.P.A. (Thailand) No. 8470)**

**Auditor Term: -None-**

Key working experiences

- 1) 3 year-experience working experience in CMAAS, PwC Hong Kong
- 2) Provide accounting advisory services, including IFRS and TFRS (Thai GAAP) conversion, IFRS and TFRS adoption, GAAP differences identification and analysis, implementation of complex accounting transactions, IPO readiness on financial reporting.
- 3) Specializes in Automotive, Telecommunication, Construction and Real Estate, Consumer and Industrial and Retail Industry.

**3. Ms. Nuntika Limviriyalers (C.P.A. (Thailand) No. 7358)**

**Auditor Term: -None-**

Key working experiences

- 1) Provided a wide range of services to both local and international clients including audit services, accounting services, special audit services in diverse industries include retail, manufacturing, construction and energy as well as specialised in the telecommunication business.
- 2) Solid knowledge in IFRS and US GAAP
- 3) Involved in such as engaging in a privatisation project of a potential telecommunication government organization, engaging in a bond offering project for a large telecommunication client who offered its bonds listed in Singapore Stock Exchange Market and engaging the telecommunication infrastructure fund.

**Names and details of independent directors who are proposed as the proxy for shareholders**

**Inoue Rubber (Thailand) Public Company Limited**

Name List and Details of Independent Directors who are proposed as Proxy for Shareholders

**1. Mrs. Anchalee Chavanich**

(Independent Director/ Chairman of Audit Committee)

Age 69, Address: 258 Soi Rangsit - Nakornnayok 49,

Prachathipat, Thunyaburi, Pathumthani 12130

Conflict of interest: -None-



**2. Assoc.Prof. Jaruporn Viyanant**

(Independent Director / Audit Committee / Chairman of Good Corporate

Governance and Social Responsibility Committee)

Age 75, Address: 258 Soi Rangsit - Nakornnayok 49,

Prachathipat, Thunyaburi, Pathumthani 12130

Conflict of interest: -None-



**3. Mr. Surong Bulakul**

(Independent Director / Chairman of Risk Management Committee)

Age 65, Address: 258 Soi Rangsit - Nakornnayok 49,

Prachathipat, Thunyaburi, Pathumthani 12130

Conflict of interest: -None-



**4. Mr. Kittichai Raktakanit**

(Independent Director / Audit Committee)

Age 60, Address: 258 Soi Rangsit - Nakornnayok 49,

Prachathipat, Thunyaburi, Pathumthani 12130

Conflict of interest: -None-



All 4 above mentioned independent directors are considered to have interests in the agenda item 6;

“To consider and approve remunerations of the Board and Sub-Committees for the year 2021”. Nevertheless, 4 directors do not have special interest different from other directors in every agendas as proposed in the Annual General Meeting in 2021.



**The Company's Articles of Association relating to the Shareholder Meeting,  
Process of Proxy, Registration, and Documentation Requirement**

**1. The Company's Articles of Association related to the Shareholder Meeting**

Chapter 4 Board of Directors

Clause 14. The directors shall be elected by a shareholder meeting in accordance with the following rules and procedures:

14.1 Each shareholder shall have one vote per one share

14.2 Each shareholder may exercise up to all the votes he has under sub-clause (14.1) in favor of anyone or more candidates but may not be allowed to allot his votes to any candidate in any number.

14.3 The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until all of the director's positions are filled. Where the votes casted for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the Chairman shall have a casting vote.

Clause 15. At every annual general meeting, one-third of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire. The directors retiring from office in the first and second year after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held his position for the longest time shall retire.

Clause 19. A shareholder meeting may pass a resolution removing any director from office prior to retirement, by a vote of not less than three quarters of the number of shareholders attending the meeting who have the right to vote and who have shares totaling not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote.

Chapter 5 Shareholder Meeting

Clause 29. The Board of Directors must arrange a meeting of the shareholders as Annual General Meeting within four months from the ending period of the fiscal year of the Company.

For other meetings in addition to the said meeting shall be called Extra-Ordinary meeting.

An extra-ordinary meeting can be taken place whenever called by the Board of Directors if appropriated or one or more shareholders holding the aggregate number of shares of not less than ten percent of the total number of shares sold may, by subscribing their names, request the board of directors in writing to call an extraordinary meeting at any time, but the reasons for calling such Meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date the request in writing from the shareholders is received.

In case the board of directors fails to arrange for the meeting within such period under paragraph one, the shareholders who have subscribed their names or other shareholders holding the required

aggregate number of shares may themselves call the meeting within forty-five days as from the date of expiration of the period under paragraph one. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under the second paragraph, the number of the shareholders presented does not constitute quorum as prescribed by Clause 31, paragraph one, the shareholders under the first paragraph shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

Clause 30. In calling for a meeting of the shareholders, the Board of Directors must furnish a notice of the meeting which shall specify the place, date, time, agenda of the meeting along with adequate detailed descriptions with specifications whether for acknowledgement, approval or consideration as the case may be including opinions of the Board of Directors on each subject and forward to all shareholders at least seven (7) days prior to the date of the meeting and advertise a notice of the meeting in the newspaper for three (3) days in continuity and must be advertised for at least three (3) days prior to the date of the meeting.

Clause 31. At the meeting of the shareholders, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to net less than twenty-five persons or not less than one half of the total number of shareholders and all shares must be accumulated for not less than one-third of the total number of shares sold by the company in order to constitute a quorum.

At any shareholder meeting, if it appears that one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled.

If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Clause 33. The operation in the following cases shall obtain a resolution consisting of the votes of not less than three-fourth of the total votes of the shareholders attending the meeting and casting their votes:

- (1) Adding or reducing of the capital of the company;
- (2) Amending of the Articles of the Association.

## **2. Process of Proxy**

The Company has enclosed with this document forms of Proxy as outlined by the Department of Business Development as follows:

- Form A      A general, simple, and uncomplicated form of Proxy
- Form B      Voting is clearly and definitely specified
- Form C      For foreign investors who have appointed Custodian in Thailand as their trustee

A shareholder who is unable to attend the meeting can appoint a proxy to attend and vote at the Company's Annual General Meeting for the year 2021 on his/her behalf by proceeding with the following instructions:

- (1) Use only one of the enclosed proxy forms.
  - In case a foreign shareholder appointing Custodian in Thailand to be his/her/its trustee, a proxy be used is Form C only.
  - Apart from the case as above, the shareholder can use Form A or Form B, only one form.
- (2) Grant proxy to a person as he/she wishes or assign a proxy to a nominated independent director. The shareholder is required to place a tick adjacent to the name of the independent director provided in the proxy form, the shareholder can grant proxy to only one independent to attend the meeting.

In this regard, a shareholder cannot split for more than one proxy in order to separate the votes and must authorize only one proxy with the equal number of shares held by such shareholder except the foreign shareholder existing in the registered book and appointing Custodian in Thailand to his/her/its trustee following the Proxy form C only.
- (3) Return the proxy to Company Secretary Section prior to January 29<sup>th</sup>, 2021 or not later than half an hour preceding the meeting for the company staff to complete the review of the proxy and attached documents prior to the time for the meeting. The Company will facilitate the duty stamp for the proxy attending the meeting.

### **3. Registration**

Shareholders or proxies are invited to register and present documents or evidence for verification at the meeting place at 12.00 hours, on Friday 29<sup>th</sup> January 2021.

### **4. Documentation requirement for meeting attendance**

Attendees are required to present the following documents (as the case may be) before attending the meeting:

#### **4.1 Natural persons**

##### **4.1.1 In case a shareholder attends the meeting in person**

Valid documents issued by government authorities, e.g., citizen identification card/ civil servant identification card/ driver's license/or passport.

##### **4.1.2 In case a shareholder assigns his/her proxy to attend the meeting**

- Proxy form A or B, which is completely and duly filled in a jointly signed by the grantor and the proxy.
- The shareholder's copies of documents specified in Clause 4.1.1, certified true and correct by the shareholder.
- The proxy's copies of documents specified in Clause 4.1.1, certified true and correct by the proxy.

#### **4.2 Juristic persons**

##### **4.2.1 In case a juristic shareholder's duly authorized attorney attends the meeting in person**

- The duly authorized attorney's documents issued by government authorities as applied to the case of natural person in Clause 4.1.1.
- The juristic shareholder's Certificate of Incorporation certified a true and correct copy by the duly authorized attorney, with the wording authorizing the attendee to act on behalf of the juristic shareholder.

4.2.2 In case a juristic shareholder assigns its proxy to attend the meeting

- Proxy form A or B as attached to the notice of the meeting completely and duly filled in and jointly signed by the grantor and the proxy.
- The juristic shareholder's Certificate of Incorporation certified a true and correct copy by the duly authorized attorney, with the wording authorizing the attendee to act on behalf of the juristic shareholder.
- A copy of identity proof document governmentally issued as 4.1.1 to the juristic representative who signs the proxy letter, with his/her signature certifying true copy.
- A copy of governmentally issued as 4.1.1 identity proof document of the proxy, with his/her signature certifying true copy.

4.2.3 Foreign nationals or juristic persons established under foreign laws

- The same documents as those required in 4.1 and 4.2
- In case granting to Custodian for signature in the proxy (Proxy form C only), the additional documents required are as follows:
  - (1) Power of Attorney from shareholder that empowered custodian to sign in Proxy form.
  - (2) Confirmation letter than authorized person is granted to operate the custodian business.

# สถานที่ประชุมผู้ถือหุ้น

## Meeting Venue



### Venue

Vitya Memorial Hall 2<sup>nd</sup> Floor,

Inoue Rubber (Thailand) Public Company Limited, 157 Moo 5  
Phaholyothin Rd., Lamsai, Wangnoi, Ayutthaya 13170

Google Map: [14°14'02.5"N 100°42'31.9"E](https://www.google.com/maps/place/14°14'02.5)

**Map of Pick-up Points**

The Company facilitates the shareholders who will attend the Annual General Meeting of Shareholders by preparing 2 following pick-up points with the Company's staff.

**1. At the car park area of the MRT Thailand Cultural Center Station (Exit No.2)**

(The first round will leave at 12.00 hours and the second round will leave at 12.30 hours.)



**2. At the car park area of BTS Mochit Station (Exit No. 2)**

(The first minivan will leave at 12.00 hours and the second one will leave at 12.30 hours.)



## แบบหนังสือมอบฉันทะ (แบบ ก)

## Proxy (Form A.)

เลขทะเบียนผู้ถือหุ้น ..... เขียนที่ .....

Shareholders' Registration No. Written at

วันที่ ..... เดือน..... พ.ศ. ....

Date Month Year

ข้าพเจ้า ..... สัญชาติ .....

I/We Nationality

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....

Residing at Road Tambol/Kwaeng

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....

Amphur/Khet Province Postal code

เป็นผู้ถือหุ้นของ บริษัท อินเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน)

As a Shareholder of Inoue Rubber (Thailand) Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้น ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Holding the total amount of shares And have the rights to vote equal to votes

ขอมอบฉันทะให้ Hereby appoint

(1) ชื่อ (Name) ..... อายุ (age) ..... ปี (years)

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....

Residing at Road Tambol/Kwaeng

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ ..... หรือ (or)

Amphur/Khet Province Postal code

(2) นางอัญชลี ชวนิชย์ (กรรมการอิสระ) Mrs. Anchalee Chavanich (Independent Director)

(3) รศ.จารุพร ไวยนันท์ (กรรมการอิสระ) Assoc.Prof. Jaruporn Viyanant (Independent Director)

(4) นายสุรงค์ บูลกุล (กรรมการอิสระ) Mrs. Surong Bulakul (Independent Director)

(5) นายกิตติชัย รักตะกนิษฐ์ (กรรมการอิสระ) Mrs. Kittichai Raktakanit (Independent Director)

คนหนึ่งคนใด เพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ในวันศุกร์ที่ 29 มกราคม 2564 เวลา 14.00 นาฬิกา ณ ห้องประชุมชั้น 2 อาคารวิทยานุสรณ์ ของบริษัท อินเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน) เลขที่ 157 หมู่ 5 ถ. พหลโยธิน ต.ลำไทร อ.วังน้อย จ.พระนครศรีอยุธยา 13170 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the Annual General Meeting of Shareholders for 2021 on Friday 29<sup>th</sup> January 2021, 14.00 hours at Vitya Memorial Hall 2<sup>nd</sup> Floor, Inoue Rubber (Thailand) PCL. 157 Moo 5 Phaholyothin Rd., Lamsai, Wangnoi, Ayutthaya 13170 or at any adjournment thereof to any other date/time and venue.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้ทำเองทุกประการ

I/We shall be liable for any action taken by the proxy holder at the meeting

ลงชื่อ/Signed..... ผู้มอบฉันทะ/Shareholder  
( ..... )

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy  
( ..... )

## หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้

The shareholder shall grant proxy to only one proxy holder to attend and vote in the meeting. The number of shares may not be divided to more than one proxy holder in order to vote.

2. ผู้ถือหุ้นจะต้องมอบฉันทะเท่ากับจำนวนหุ้นที่ถือโดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ถือไว้ได้

The shareholder may grant proxy for the total number of shares held but may not grant proxy for the number less than the share actually held.



## แบบหนังสือมอบฉันทะ (แบบ ข)

## Proxy (Form B.)

เลขทะเบียนผู้ถือหุ้น ..... เขียนที่ .....

Shareholders' Registration No. Written at

วันที่ ..... เดือน..... พ.ศ. ....

Date Month Year

ข้าพเจ้า ..... สัญชาติ .....

I/We Nationality

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....

Residing at Road Tambol/Kwaeng

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....

Amphur/Khet Province Postal code

เป็นผู้ถือหุ้นของ บริษัท อินโนเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน)

As a Shareholder of Inoue Rubber (Thailand) Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้น ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Holding the total amount of shares , and have the rights to vote equal to votes

## ขอมอบฉันทะให้

Hereby appoint

- (1) ชื่อ (Name) ..... อายุ (age) ..... ปี (years)
- อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....
- Residing at Road Tambol/Kwaeng
- อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ ..... หรือ (or)
- Amphur/Khet Province Postal code
- (2) นางอัญชลี ชวนิชย์ (กรรมการอิสระ) Mrs. Anchalee Chavanich (Independent Director)
- (3) รศ.จารุพร ไวยนันท์ (กรรมการอิสระ) Assoc.Prof. Jaruporn Viyanant (Independent Director)
- (4) นายสุรงค์ บูลกุล (กรรมการอิสระ) Mrs. Surong Bulakul (Independent Director)
- (5) นายกิตติชัย รักตะกนิษฐ์ (กรรมการอิสระ) Mrs. Kittichai Raktakanit (Independent Director)

คนหนึ่งคนใด เพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ในวันศุกร์ที่ 29 มกราคม 2564 เวลา 14.00 นาฬิกา ณ ห้องประชุมชั้น 2 อาคารวิทยานุสรณ์ ของบริษัท อินโนเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน) เลขที่ 157 หมู่ 5 ถ. พหลโยธิน ต.ลำไทร อ.วังน้อย จ.พระนครศรีอยุธยา 13170 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the Annual General Meeting of Shareholders for 2021 on Friday 29<sup>th</sup> January 2021, 14.00 hours at Vitya Memorial Hall 2<sup>nd</sup> Floor, Inoue Rubber (Thailand) PCL. 157 Moo 5 Phaholyothin Rd., Lamsai, Wangnoi, Ayutthaya 13170 or at any adjournment thereof to any other date/time and venue.

ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We will authorize the proxy to vote on my/our behalf at the meeting as follows:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy must cast the votes in accordance with my following instructions:

- วาระที่ 1  
Agenda 1
- พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 เมื่อวันที่ 29 มกราคม 2563**  
To consider and adopt the minutes of the 2020 Annual General Meeting of Shareholders, held on 29<sup>th</sup> January 2020
- เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain
- วาระที่ 2  
Agenda 2
- พิจารณารับทราบรายงานผลการดำเนินงานในปีบัญชี 2563**  
To acknowledge the Company's operation results for the fiscal year 2020
- วาระนี้ไม่มีกรลงมติจากผู้ถือหุ้น เนื่องจากเป็นวาระเพื่อทราบ  
There is no voting in this Agenda as it is for acknowledgement.
- วาระที่ 3  
Agenda 3
- พิจารณาอนุมัติงบการเงิน ประจำปี 2563 สิ้นสุด ณ 30 กันยายน 2563**  
To consider and approve the financial statement for the year ended 30<sup>th</sup> September 2020
- เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain
- วาระที่ 4  
Agenda 4
- พิจารณาอนุมัติการจ่ายเงินปันผล สำหรับผลการดำเนินงานรอบปี 2563**  
To consider and approve the dividend payment for the year 2020
- เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain
- วาระที่ 5  
Agenda 5
- พิจารณาแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ**  
To consider and approve the appointment of the directors in place of directors who are due to retire by rotation
- การแต่งตั้งกรรมการทั้งชุด  การแต่งตั้งกรรมการรายบุคคล  
To elect directors as a whole To elect each director individually
1. นางพิมใจ ลีอิสระนุกูล  
Mrs. Pimjai Leeissaranukul
- เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain
2. นางพรทิพย์ เศรษฐสุวรรณ  
Mrs. Porntip Sethiwan
- เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain
3. นายโซอิจิ อิโนเอ  
Mr. Soichi Inoue
- เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain
4. นายมาซายุกิ อิโนเอ  
Mr. Masayuki Inoue
- เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain
- วาระที่ 6  
Agenda 6
- พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการและคณะกรรมการชุดย่อย ประจำปี 2564**  
To consider and approve the remuneration of the Board and sub-committees for the year 2021
- เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain

วาระที่ 7

พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2564

Agenda 7

To consider and appoint the external auditors and approve the audit fee for the year 2021

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 8

เรื่องอื่นๆ (ถ้ามี)

Agenda 8

Other topics (if any)

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the proxy in any Agenda which is not in accordance with this form of proxy shall be invalid and shall not be the vote of the shareholder.

ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใด นอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/We do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider and vote the matter on my behalf as the proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะกระทำให้เป็นการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้ทำเองทุกประการ

I/We shall be liable for any action taken by the proxy holder at the meeting

ลงชื่อ /Signed..... ผู้มอบฉันทะ/Shareholder

( ..... )



ลงชื่อ /Signed ..... ผู้รับมอบฉันทะ/Proxy

( ..... )

หมายเหตุ

Remark

- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้  
The shareholder shall grant proxy to only one proxy holder to attend and vote in the meeting. The number of shares may not be divided to more than one proxy holder in order to vote.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
Either all or each of the members of the Board of Directors may be appointed in the agenda of appointment and election of the directors
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ  
If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form B. as attached

## ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.

## The Annex to the Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท อีโนเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน)

The proxy is granted by a shareholder of Inoue Rubber (Thailand) Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ในวันศุกร์ที่ 29 มกราคม 2564 เวลา 14.00 นาฬิกา ณ ห้องประชุมชั้น 2 อาคารวิทยานุสรณ์ ของบริษัท อีโนเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน) เลขที่ 157 หมู่ 5 ถ. พหลโยธิน ต.ลำไทร อ.วังน้อย จ.พระนครศรีอยุธยา 13170 หรือที่จะพึงเลื่อนไปในวัน เวลา และ สถานที่อื่นด้วย

For the Annual General Meeting of the shareholders for 2021 on Friday 29<sup>th</sup> January 2021, 14.00 hours at Vitya Memorial Hall 2<sup>nd</sup> Floor, Inoue Rubber (Thailand) PCL. 157 Moo 5 Phaholyothin Rd., Lamsai, Wangnoi, Ayutthaya 13170 or at any adjournment thereof to any other date/time and venue.

.....

ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We will authorize the proxy to vote on my/our behalf at the meeting as follows:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy is entitled to cast the votes on my behalf at its own discretion

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with my following instructions:

วาระที่ ..... เรื่อง .....

Agenda

Subject

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ ..... เรื่อง .....

Agenda

Subject

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ ..... เรื่อง .....

Agenda

Subject

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบต่อแบบหนังสือรับรองมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certify that the details in this annex to the proxy form are completely correct and totally true.

ลงชื่อ/Signed ..... ผู้มอบฉันทะ/Shareholder

( ..... )

วันที่ (Date) ...../...../.....

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy

( ..... )

วันที่ (Date) ...../...../.....

**แบบหนังสือมอบฉันทะ (แบบ ค)**  
**(Proxy Form C.)**

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(which is used in case the shareholder is a foreign investor and appoints the Custodian in Thailand be the Securities Depository)

เลขทะเบียนผู้ถือหุ้น .....

Shareholders' Registration No.

เขียนที่ .....

Written at

วันที่ ..... เดือน..... พ.ศ. ....

Date Month Year

ข้าพเจ้า .....

I/We

อยู่บ้านเลขที่ ..... ถนน .....

Residing at Road

อำเภอ/เขต ..... จังหวัด .....

Amphur/Khet

Province

สัญชาติ .....

Nationality

ตำบล/แขวง .....

Tambol/Kwaeng

รหัสไปรษณีย์ .....

Postal code

ในฐานะเป็นผู้ประกอบธุรกิจรับฝากและดูแลหุ้น (คัสโตเดียน) ให้กับ .....

As Custodian of

ซึ่งเป็นผู้ถือหุ้นของ บริษัท อินเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน)

Being a Shareholder of Inoue Rubber (Thailand) Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้น ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Holding the total amount of

shares , and have the rights to vote equal to

votes

ขอมอบฉันทะให้

Hereby appoint

(1) ชื่อ (Name) ..... อายุ (age) ..... ปี (years)

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....

Residing at Road Tambol/Kwaeng

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ ..... หรือ (or)

Amphur/Khet

Province

Postal code

(2) นาง อัญชลี ขวณิชย์ (กรรมการอิสระ) Mrs. Anchalee Chavanich (Independent Director)

(3) รศ.จากรุพร ไวยนันท์ (กรรมการอิสระ) Assoc.Prof. Jaruporn Viyanant (Independent Director)

(4) นายสุรงค์ บุลกุล (กรรมการอิสระ) Mr. Surong Bulakul (Independent Director)

(5) นายกิตติชัย รักตะกนิษฐ (กรรมการอิสระ) Mr. Kittichai Raktakanit (Independent Director)

คนหนึ่งคนใด เพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ในวันศุกร์ที่ 29 มกราคม 2564 เวลา 14.00 นาฬิกา ณ ห้องประชุมชั้น 2 อาคารวิทยานุสรณ์ ของบริษัท อินเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน) เลขที่ 157 หมู่ 5 ถ. พหลโยธิน ต.ลาไทร อ.วังน้อย จ.พระนครศรีอยุธยา 13170 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the Annual General Meeting of Shareholders for 2021 on Friday 29<sup>th</sup> January 2021, 14.00 hours at Vitya Memorial Hall 2nd Floor, Inoue Rubber (Thailand) PCL. 157 Moo 5 Phaholyothin Rd., Lamsai, Wangnoi, Ayutthaya 13170 or at any adjournment thereof to any other date/time and venue.

## (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We have granted to my/our proxy to attend this meeting and vote therein as follows:

- มอบฉันทะตามจำนวนหุ้นทั้งสิ้นที่ถือและมีสิทธิออกเสียงลงคะแนนได้

to vote based on the total number of shares held by me/us to which I/we am/are entitled

- มอบฉันทะบางส่วน คือ

to split the votes as follows:

- หุ้นสามัญ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง  
ordinary share shares and have the right to vote vote

## (5) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We authorized my proxy to cast the votes according to my intentions as follows:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy is entitled to cast the votes on my behalf at its own discretion

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with my following instructions

## วาระที่ 1

## พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 เมื่อวันที่ 29 มกราคม 2563

Agenda 1

To consider and adopt the minutes of the 2020 Annual General Meeting of Shareholders, held on 29<sup>th</sup> January 2020

- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

## วาระที่ 2

## พิจารณารับทราบรายงานผลการดำเนินงานในปีบัญชี 2563

Agenda 2

To acknowledge the Company's operation results for the fiscal year 2020

วาระนี้ไม่มีการลงมติจากผู้ถือหุ้น เนื่องจากเป็นวาระเพื่อทราบ

There is no voting in this Agenda as it is for acknowledgement.

## วาระที่ 3

## พิจารณาอนุมัติงบการเงิน ประจำปี 2563 สิ้นสุด ณ 30 กันยายน 2563

Agenda 3

To consider and approve the financial statement for the year ended 30<sup>th</sup> September 2020

- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

## วาระที่ 4

## พิจารณาอนุมัติการจ่ายเงินปันผล สำหรับผลการดำเนินงานรอบปี 2563

Agenda 4

To consider and approve the dividend payment for the year 2020

- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

## วาระที่ 5

## พิจารณาแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ

Agenda 5

To consider and approve the appointment of the directors in place of directors who are due to retire by rotation

- การแต่งตั้งกรรมการทั้งชุด  การแต่งตั้งกรรมการรายบุคคล  
To elect directors as a whole To elect each director individually

1. นางพิมพีใจ ลีอิสสระนุกูล

Mrs. Pimjai Leeissaranukul

- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

2. นางพรทิพย์ เศรษฐสุวรรณ

Mrs. Porntip Sethiwan

เห็นด้วย                       ไม่เห็นด้วย                       จงดออกเสียง  
 Approve                                  Disapprove                                  Abstain

3. นายโซอิจิ อิโนเอ

Mr. Soichi Inoue

เห็นด้วย                       ไม่เห็นด้วย                       จงดออกเสียง  
 Approve                                  Disapprove                                  Abstain

4. นายมาซายุกิ อิโนเอ

Mr. Masayuki Inoue

เห็นด้วย                       ไม่เห็นด้วย                       จงดออกเสียง  
 Approve                                  Disapprove                                  Abstain

วาระที่ 6  
 Agenda 6

**พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการและคณะกรรมการชุดย่อย ประจำปี 2564**

To consider and approve the remuneration of the Board and sub-committees for the year 2021

เห็นด้วย                       ไม่เห็นด้วย                       จงดออกเสียง  
 Approve                                  Disapprove                                  Abstain

วาระที่ 7  
 Agenda 7

**พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2564**

To consider and appoint the external auditors and approve the audit fee for the year 2021

เห็นด้วย                       ไม่เห็นด้วย                       จงดออกเสียง  
 Approve                                  Disapprove                                  Abstain

วาระที่ 8  
 Agenda 8

**เรื่องอื่นๆ (ถ้ามี)**

Other topics (if any)

เห็นด้วย                       ไม่เห็นด้วย                       จงดออกเสียง  
 Approve                                  Disapprove                                  Abstain

(6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the proxy in any Agenda which is not in accordance with this form of proxy shall be invalid and shall not be the vote of the shareholder.

ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้นรวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/We do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider and vote the matter on my behalf as the proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้ทำเองทุกประการ

I/We shall be liable for any action taken by the proxy holder at the meeting

อากรแสตมป์  
 20 บาท  
 Duty Stamp  
 Baht 20

ลงชื่อ /Signed..... ผู้มอบฉันทะ/Shareholder  
 ( ..... )

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy  
 ( ..... )

หมายเหตุ

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทย เป็นผู้รับฝากดูแลหุ้นให้เท่านั้น

This Proxy Form C. is applicable only to a shareholder whose name appears in the shareholder registration book as a foreign investor and a custodian in Thailand is appointed therefore.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

Evidence of documents required to be attached to the proxy form are:

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

A Power of Attorney executed by the shareholder authorizing the custodian to execute the proxy form on behalf of such shareholder;

- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

A letter confirming that the person executing the proxy form has obtained a license for being a custodian.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

Either all or each of the members of the Board of Directors may be appointed in the agenda of appointment and election of the directors.

5. ในกรณีที่มิ่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form C. as attached.



ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค.  
The Annex to the Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท อินโนเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน)

The proxy is granted by a shareholder of Inoue Rubber (Thailand) Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ในวันศุกร์ที่ 29 มกราคม 2564 เวลา 14.00 นาฬิกา ณ ห้องประชุมชั้น 2 อาคารวิทยานุสรณ์ ของ บริษัท อินโนเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน) เลขที่ 157 หมู่ 5 ถ. พหลโยธิน ต.ลาโทร อ.วังน้อย จ.พระนครศรีอยุธยา 13170 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Annual General Meeting of the shareholders for 2021 on Friday 29<sup>th</sup> January 2021, 14.00 hours at Vitya Memorial Hall 2nd Floor, Inoue Rubber (Thailand) PCL. 157 Moo 5 Phaholyothin Rd., Lamsai, Wangnoi, Ayutthaya 13170 or at any adjournment thereof to any other date/time and venue.

ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
I/We will authorize the proxy to vote on my/our behalf at the meeting as follows:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy must cast the votes in accordance with my following instructions:

วาระที่ ..... เรื่อง .....

Agenda Subject

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง

Approve                                  Disapprove                                  Abstain

วาระที่ ..... เรื่อง .....

Agenda Subject

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง

Approve                                  Disapprove                                  Abstain

วาระที่ ..... เรื่อง .....

Agenda Subject

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง

Approve                                  Disapprove                                  Abstain

ข้าพเจ้าขอรับรองว่า รายละเอียดในใบต่อแบบหนังสือรับรองมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certify that the details in this annex to the proxy form are completely correct and totally true.

ลงชื่อ/Signed ..... ผู้มอบฉันทะ/Shareholder  
( ..... )  
วันที่ (Date) ...../...../.....

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy  
( ..... )  
วันที่ (Date) ...../...../.....